





1	BEFORE THE ARIZONA CORPORATION COMMISSION
2	GARY PIERCE Chairman DUCTAL SCHOOL
3	BOB STUMP Commissioner
5	PAUL NEWMAN Commissioner
6 7	SANDRA D. KENNEDY Commissioner
8	BRENDA BURNS Commissioner
9 10 11 12 13 14	IN THE MATTER OF THE APPLICATION OF BUDGET PREPAY, INC. d/b/a BUDGET ) PHONE, INC. FOR DESIGNATION AS A NON-RURAL WIRELESS ELIGIBLE TELECOMMUNICATIONS CARRIER ) )
15 16	APPLICATION OF BUDGET PREPAY, INC. d/b/a BUDGET PHONE, INC. FOR
17	DESIGNATION AS A NON-RURAL WIRELESS ELIGIBLE TELECOMMUNICATIONS CARRIER
18 19	Budget Prepay, Inc. ("Budget" or the "Company"), pursuant to §214(e)(2) of the

Budget Prepay, Inc. ("Budget" or the "Company"), pursuant to \$214(e)(2) of the Communications Act of 1934, as amended (the "Act"), and \$54.101 through \$54.207 of the rules of the Federal Communications Commission ("FCC"), hereby requests Arizona Corporation Commission ("Commission") designation as a non-rural wireless Eligible Telecommunications Carrier ("ETC") in non-rural areas served by Qwest Corporation (now CenturyLink) ("the Service Area") for the purpose of receiving support from the federal Universal Service Fund ("USF") to provide wireless service under

<sup>&</sup>lt;sup>1</sup> 47 U.S.C. §214(e)(2).



its Low Income programs for Lifeline Assistance ("Lifeline") and Link-Up America ("Link-Up") services. As demonstrated in this Application, Budget meets all the statutory and regulatory requirements for designation as an ETC in the State of Arizona. Furthermore, designation of Budget as an ETC will serve the public interest of this state. Budget respectfully requests that the Commission grant this Application expeditiously and without a hearing so that Budget may begin providing wireless Lifeline and Link-Up service to qualified low-income households at the earliest practicable time.

#### I. INTRODUCTION

#### A. Background

Budget is a Louisiana corporation<sup>2</sup> and is authorized to conduct business as a foreign corporation in the State of Arizona.<sup>3</sup> Budget's Articles of Incorporation are attached to this Application as Exhibit 1. A copy of Budget's Authority to Transact Business in Arizona is attached as Exhibit 2. Budget is a Competitive Local Exchange Carrier ("CLEC") providing basic local exchange services and long distance services in wire centers served by non-rural ILECs. Budget is currently providing both local and interexchange services to Arizona customers. Upon approval of this Application by the Commission, Budget will provide wireless ETC services to Arizona customers over a combination of its own facilities, including two switches and related facilities, and through resale.

Budget was issued a Certificate of Convenience and Necessity to provide competitive resold local exchange telecommunications services in Arizona on November

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<sup>&</sup>lt;sup>2</sup> Budget Phone was incorporated in the State of Louisiana on May 1, 1996 (Charter/Organization ID 34525907D). The principal office of the Company is located at 1325 Barksdale Blvd, Bossier City, LA 71111.

<sup>&</sup>lt;sup>3</sup> Arizona Corporation Commission, Corporations Division, File No. F-1008266-8. "Budget Phone" is a registered trade name of Budget Prepay, Inc. (File ID # 522508 with the Arizona Secretary of State).



20, 2002 (Decision No. 65415). Subsequently, on March 20, 2003, Budget received a Certificate of Convenience and Necessity to provide competitive resold interexchange telecommunications services in Arizona (Decision 65759).<sup>5</sup>

Budget is now seeking designation as an Eligible Telecommunications Carrier to provide commercial mobile radio service ("CMRS" or "wireless") Lifeline and Link-Up service to qualifying, low-income Arizona customers. A list of each exchange for which Budget is requesting ETC status in the State of Arizona is attached as Exhibit 3. Budget is prepared to provide universal service as an ETC throughout the requested Service Area. Pursuant to this Application, Budget requests ETC status solely for the purpose of providing the services supported by and participating in the Low Income programs of the Universal Service Fund. Budget does not request ETC status for the purpose of participating in any High Cost programs of the Universal Service Fund. Such request is entirely consistent with both the Act and the public interest of the State of Arizona.

#### В. **Contacts**

Budget's contact name and address are set forth below:

R. Danny Hyde, III Budget PrePay, Inc. 1325 Barksdale Blvd Bossier City, Louisiana 71111

Budget's counsel in this matter is set forth below:

Thomas H. Campbell Alana C. Hake Lewis and Roca, LLP 40 N. Central Ave. Ste. 1900 Phoenix, AZ 85004

#### II. LEGAL COMPLIANCE

#### The Commission has the Authority to Perform ETC Designations. Α.

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Docket No. T-04079A-02-0045.

Docket No. T-04079A-02-0594. Note also that in August 2005 Budget filed an application with the Commission seeking designation as an ETC to provide wireline services but shortly thereafter withdrew that application. See Docket No. T-04079A-05-0562.



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The Commission has the requisite authority to perform the limited ETC designation requested in this Application. Section 214(e)(2) of the Act provides state public utility commissions with the "primary responsibility" for the designation of ETCs. Under the Act, a state public utility commission with jurisdictional authority over ETC designations must designate a common carrier as an ETC if the carrier satisfies the requirements of Section 214(e)(1). By offering all of the services supported by the federal USF and advertising the availability of such services, Budget currently meets all of the requirements of Section 214 of the Act, warranting its designation as an ETC by the Commission.

#### В. **ETC Legal Requirements**

Section 254(e) of the Act provides that "only an eligible telecommunications carrier designated under section 214(e) of this title shall be eligible to receive specific Federal universal service support." Sections 214(e) (1) and (2) of the Act require state commissions to designate as an ETC, throughout the Service Area for which ETC status is sought, any common carrier that (i) offers services that are supported by federal universal service support mechanisms, either using its own facilities or a combination of its own facilities and resale of another carrier's facilities, and (ii) advertises the availability of such services and the related charges using media of general distribution.

#### Eligibility and Identification of the Service Area 1.

Budget is a common carrier as that term is defined in the Act, 8 and as such, is eligible for designation as an ETC. Budget is currently requesting ETC designation solely for the purpose of providing wireless services in connection with the Low Income programs of the USF. The FCC has recognized that telecommunication providers offering wireless

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<sup>&</sup>lt;sup>6</sup><sub>7</sub>47 U.S.C. § 214(e)(2). <sup>7</sup>47 U.S.C. § 254(e). <sup>8</sup>47 U.S.C. § 153(h)(10).



services are eligible to be designated as ETCs. Budget has already received wireless ETC designation in Louisiana, Arkansas, Maryland, and Nevada. Budget has applications pending before the Federal Communications Commission for wireless ETC authority with respect to the following states: Alabama, Connecticut, Delaware, the District of Columbia, Florida, New Hampshire, New York, North Carolina, Tennessee, and Virginia. Budget also has applications for wireless ETC designation pending before the following state commissions: Georgia, Illinois, Kansas, Kentucky, Massachusetts, Michigan, Mississippi, Missouri, Oklahoma, New Jersey, and South Carolina. Additionally, Budget has received authority to provide wireline ETC services in the following states: Alabama, Arkansas, Florida, Kentucky, Louisiana, Maryland, Michigan, Mississippi, Missouri, Nebraska, North Carolina, Oklahoma, South Carolina, and Tennessee.

Section 214(e)(2) of the Act provides that ETC designation shall be made for a "service area" designated by the state commission. Section 214(e)(5) of the Act provides that the "service area" shall be a "geographic area established by the State commission." As noted above, Exhibit 3 provides a list of the exchanges for which Budget is seeking ETC designation in Arizona to provide wireless services.

### 2. Supported Services

Section 214(e)(1)(A) of the Act requires that an ETC offer the services that are supported by federal universal service support mechanisms ("Supported Services") either using its own facilities or a combination of its own facilities and resale of another carrier's services. Budget will provide each of these required services, identified in 47 C.F.R. § 54.101, throughout its designated Service Area utilizing a combination of its own facilities and resale of wireless services, as indicated below:

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<sup>&</sup>lt;sup>9</sup> Federal-State Joint Board on Universal Service, First Report and Order, 12 FCC Red 8776, 8858-59 (1997) ("First Report and Order"). <sup>10</sup> 47 U.S.C. § 214(e)(5).



- 1. <u>Voice-grade access to the public switched telephone network</u>: Budget will provide its customers with the ability to make and receive calls on the public switched telephone network.
- 2. <u>Local Usage</u>: "Local usage" means an amount of minutes of use of exchange service, prescribed by the FCC, provided free of charge to end users. The FCC has interpreted its rule as requiring carriers to offer customers rate plans offering varying amounts of local usage. Though Budget may ultimately decide to expand the number of Lifeline service plan options available to eligible Lifeline customers, Budget intends to initially offer qualifying customers an "unlimited talk & text" wireless plan that will provide unlimited local usage, as well as another plan with 250 free minutes of local usage (500 free minutes for any tribal areas included within the Service Area). These plans satisfy the "local usage" requirement.
- 3. <u>Dual-tone</u>, <u>multi-frequency</u> ("DTMF") <u>signaling</u>, <u>or its functional equivalent</u>: Budget satisfies this requirement by providing signaling that is functionally equivalent to DTMF.
- 4. <u>Single-party service or its functional equivalent</u>: Budget will meet this requirement by providing a dedicated message path for the length of its subscribers' calls.
- 5. Access to emergency services: "Access to emergency service" includes access to services, such as 911 and enhanced 911 ("E-911"), provided by local governments or other public safety organizations. All of the phones that Budget distributes are capable of delivering automatic numbering information ("ANI") and automatic location information ("ALI"), and otherwise satisfy applicable state and federal E-911 requirements.
- 6. Access to operator services: "Access to operator services" means access to automated or live operator assistance provided to a customer to arrange for billing or completion, or both, of a telephone call. Budget meets this requirement through its own live operators employed by Budget that are available to assist customers.
- 7. Access to interexchange service: With respect to wireless carriers, "access to interexchange service" means access to the functional equivalent of the use of the wireline telecommunications loop, as well as that portion of the switch that is paid for by the end user, necessary to access an interexchange carrier's network. Budget meets this requirement by providing all of its subscribers with the ability to make and receive interexchange or toll calls. Budget will rely on its own switches located in Dallas, Texas, and Shreveport, Louisiana, to provide access to some interexchange services (for routing certain domestic and all non-domestic calls).

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<sup>11 47</sup> C.F.R. § 54.101(a)(2).

<sup>&</sup>lt;sup>12</sup> See Western Wireless Corp., Petition for Designation as an Eligible Telecommunications Carrier in the State of Wyoming, CC Docket No. 96-45, Memorandum Opinion and Order, 16 FCC Rcd 48, 52 ¶ 10 (2000).



8. Access to directory assistance: "Access to directory assistance" means access to a service that includes, but is not limited to, making available to customers, upon request, information contained in directory listings. Budget meets this requirement by providing access to directory assistance to customers. Budget subscribers will be able to dial 411 or #4007 to reach directory assistance from their mobile phones. Budget's own switches and facilities will be used to provide access to directory assistance.

9. Toll limitation for qualifying low-income consumers: "Toll limitation" includes the offering of either "toll control" or "toll blocking" to qualifying low-income customers, as a means of limiting or blocking the completion of outgoing toll calls. Budget will offer toll limitation service using its own facilities to qualifying low-income customers, as requested.

## **Advertising Supported Services**

Section 214(e)(1)(B) of the Act requires that an ETC advertise the availability of Supported Services and the related charges using media of general distribution. ETCs are also required to publicize the availability of Lifeline and Link-Up services in a manner reasonably designed to reach those likely to qualify for such services. 13 Budget will advertise the availability of the Supported Services throughout its Service Area using media of general distribution in a manner that is designed to reach those likely to qualify for such services. Budget will use a variety of media resources including point of sale material of various kinds, onsite merchandising, banners, customer direct mail, customer brochures, television, and print media. In addition, Budget agrees to comply with all form and content requirements, if any, promulgated by the FCC or this Commission in the future and required of all designated ETCs.

#### 4. Provision of Supported Services Through the Use of Own Facilities and Resale of Another Carrier's Services

Section 214(e)(1)(A) of the Act states that ETCs shall offer services, at least in part, over their own facilities, 14 and 47 C.F.R. § 54.201(i) prohibits state commissions from designating as an ETC a telecommunications carrier that offers Supported Services exclusively through the resale of another carrier's services. The FCC requires, pursuant to

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<sup>&</sup>lt;sup>13</sup> 47 C.F.R. §§ 54.405(b) and 54.411(d).

The FCC has defined the term "facilities" to include "any physical components of the telecommunications network that are used in the transmission or routing of the services that are designated for support." 47 C.F.R. § 54.201(e) (emphasis added).



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47 C.F.R. § 54.201(d), that "[a] common carrier designated as an eligible telecommunications carrier . . . shall be eligible to receive universal service support. . . and shall, throughout the Service Area for which the designation is received," . . . "[o]ffer the services supported by federal universal service support mechanisms . . . either using its own facilities or a combination of its own facilities and resale of another carrier's services."<sup>15</sup> As explained by the FCC:

We adopt the Joint Board's analysis and conclusion that a carrier need not offer universal service wholly over its own facilities in order to be designated as eligible because the statute allows an eligible carrier to offer the supported services through a combination of its own facilities and resale.

When a carrier is relying on a "combination" of resold services and those provided using its own facilities, as is Budget, a state commission is directed to grant ETC designation "irrespective of the technology" 17 used by the applicant and cannot require the facilities to be in the "relevant Service Area" as long as the facilities are used "to provide services designated for support . . . within the Service Area." Further, there is no state or federal definition or requirement as to the number of or the amount of the Supported Services that an ETC must offer via its "own facilities." The FCC stated in the First Report and Order that:

Although the Joint Board did not reach this issue, we find that the statute does not dictate that a carrier use a specific level of its "own facilities" in providing the services designated for universal service support given that the statute provides only that a carrier may use a "combination of its own facilities and resale" and does not qualify the term "own facilities" with respect to the amount of facilities a carrier must use. For the same reasons, we find that the statute does not require a carrier to use its own facilities to provide each of the designated services but, instead, permits a carrier to use its own facilities to provide at least one of the supported services.

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See First Report and Order at 169.

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<sup>15</sup> See 47 C.F.R. § 54.201(d)(1).
16 See First Report and Order at ¶ 109.
17 See 47 C.F.R. § 54.201(h).
18 See 47 C.F.R. § 54.201(g).



As long as an ETC offers any portion of the Supported Services through the use of its "own facilities," whether or not such facilities are located in the designated Service Area, it will satisfy the "own facilities" requirement and qualify for both Lifeline and Link-Up support.<sup>19</sup>

Consistent with the requirements of 47 C.F.R. § 54.201(d)(1), Budget will rely on a combination of resold services, which the Company will obtain through agreements with its underlying wireless provider, and Budget-owned facilities, which consist of Stratus Class 4 switches and facilities located in Dallas, Texas, and Shreveport, Louisiana. Budget's own facilities and switches will be used to provide some of the supported services, including access to directory assistance, access to some interexchange services (for routing certain domestic and all non-domestic calls), the provision of toll limitation services, and access to operator services, as that term is defined in 47 C.F.R §54.101(a)(6). Through these means, Budget is able to offer all of the services and functionalities supported by the federal USF throughout its designated Service Area. In addition, since Budget is a facilities-based carrier that will use its own facilities to provide some of the supported services, no FCC Forbearance Order is included with this Application. <sup>20</sup>

We also decline to adopt a more restrictive definition of the term "facilities," as some commenters suggest. For example, we reject the suggestion that we define "facilities" as both loop and switching facilities based on our concern that such a restrictive definition would erect substantial entry barriers for potential competitors seeking to enter local markets and, therefore, would unduly restrict the class of carriers that may be designated as eligible telecommunications carriers. Rather, we conclude that the definition of "facilities" that we adopt will serve the goals of universal service and competitive neutrality to the extent that it does not dictate the specific facilities that a carrier must provide or, by implication, the entry strategy a carrier must use and, therefore, will not unduly restrict the class of carriers that may be designated as eligible.

See First Report and Order at ¶ 153.

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<sup>&</sup>lt;sup>19</sup> It should also be noted that the FCC, in the First Report and Order, expressed concerns that a strict interpretation of the term "facilities" would violate the FCC's express policy of competitive neutrality stating:

<sup>&</sup>lt;sup>20</sup> See 47 C.F.R. § 54.101(a).



## C. Additional Eligibility Criteria

The FCC, in its March 17, 2005 Report and Order established additional criteria that all ETC applicants must satisfy in order to be designated as an ETC, which include: (1) a commitment and ability to provide the Supported Services throughout the designated area; (2) the ability to remain functional in emergency situations; (3) commitment to satisfy consumer protection and service quality standards; (4) offering local usage comparable to that offered by the incumbent LEC; and (5) an acknowledgement that it may be required by the FCC to provide equal access if all other ETCs in the designated Service Area relinquish their designation pursuant to Section 214(e)(4) of the Act.<sup>21</sup>

# 1. Commitment and Ability to Provide the Supported Services

The FCC's rules at 47 CFR §54.202(a) (1) require an ETC to demonstrate its commitment to provide the Supported Services throughout the designated Service Area by: (A) committing to provide service throughout its designated Service Area to customers who make a reasonable request for service; and (B) submitting a five-year plan demonstrating how high cost universal service support will be used to improve its coverage, service quality and capacity.

# a. Commitment to Serve All Customers Making a Reasonable Request for Service

If designated as a wireless ETC, Budget will provide service through a combination of its own facilities and the resale of services acquired from a wireless provider through existing negotiated and executed agreements. As the wireless service provider's and Budget's own facilities are already operational, Budget will be able to commence offering its Lifeline and Link-Up service programs to all qualified consumers soon after it receives approval from the Commission and upon implementation of procedures and internal

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<sup>&</sup>lt;sup>21</sup> See Federal-State Joint Board on Universal Service, CC Docket No. 96-45, Report and Order, 20 FCC Rcd 6371 (2005) ("ETC Order"), at 6386-87.



systems necessary, such as the distribution of sales materials to authorized agent locations. As a result, Budget will be able to meet the requirements of 47 CFR §54.202(a)(1).

#### b. Five Year Service Improvement Plan

The FCC required the filing of a Five Year Service Improvement Plan in 47 C.F.R. \$202. However, that requirement is intended to demonstrate the use of High Cost funds and is not applicable to Budget's request for low income support from the federal USF.

### 2. Ability to Remain Functional in Emergency Situations

47 C.F.R. § 54.202(a)(2) requires that an ETC provide "[a] demonstration of the carrier's ability to remain functional in emergency situations . . . ." Because Budget's services will be provided in part through resale, they will be as reliable and provide all of the back-ups and contingency plans of its underlying wireless service provider, which include backup battery power at cell sites to ensure functionality in emergency situations. Additionally, Budget will have the ability to provide for the rerouting of traffic around damaged facilities, and management of traffic spikes resulting from emergency situations through its wireless service provider and its own facilities.

# 3. Consumer Protection and Commitment to Provide Quality Service

If designated as a wireless ETC, Budget will satisfy all consumer protection and service quality standards as provided in 47 CFR §54.202(a)(2), as well as all applicable state-specific consumer protection and service quality standards and will commit that all USF support received by Budget will be directly reflected in the price that the eligible customer pays. In addition, Budget will certify compliance with both the protection of Customer Proprietary Network Information ("CPNI") as required by federal law and with the Cellular Telecommunications and Internet Association's ("CTIA") Consumer Code for Wireless Service as required by 47 C.F.R. § 54.202(a)(3). Through the use of resold services and its own facilities, Budget will be able to provide the same quality and reliability as that currently provided by any other wireless provider. Although no carrier can guarantee that its customers will never experience service disruptions, Budget's

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contractual arrangements and its own facilities are designed to minimize any failures, provide alternate call routing, and expedite recovery in the event a failure occurs. Budget affirms its commitment to continue to satisfy applicable consumer protection and service quality standards if certified as an ETC.

#### 4. Comparable Local Usage

An ETC is required to "[d]emonstrate that it offers a local usage plan comparable to the one offered by the incumbent LEC in the service areas for which it seeks designation."<sup>22</sup> The FCC has explained that the local usage plans of an ETC applicant should be reviewed on a case-by-case basis<sup>23</sup> in order to ensure that each ETC is providing a local usage component as a part of its universal service offering that meets the FCC requirements. With respect to wireless service, to date, the FCC has not quantified an amount of local usage required to be included by an ETC in its universal service offering.<sup>24</sup> Though Budget may offer additional plans in the future, its initial Lifeline service offering will include an "unlimited talk & text" wireless plan that will provide unlimited local and domestic wireless usage, as well as a free plan providing 250 minutes of local and domestic toll usage. To the extent that any tribal areas are included within the requested Service Area, Budget will offer an "unlimited talk & text" and a 500-minute free plan in those areas. Thus, Budget's local usage plans satisfy the "comparable local usage" requirement.

#### 5. **Equal Access**

47 C.F.R. § 54.202(a)(5) requires an acknowledgment from a prospective ETC that it may be required to "provide equal access to long distance carriers in the event that no other eligible telecommunications carrier is providing equal access within the designated Service Area."<sup>25</sup> Budget acknowledges that it may be required to provide equal access to

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<sup>&</sup>lt;sup>22</sup> 47 C.F.R. § 54.202(a)(ii)(4). <sup>23</sup> See ETC Order at 6385, ¶ 33. <sup>24</sup> See ETC Order at 6385, ¶ 32. <sup>25</sup> 47 C.F.R. § 54.202(a)(5).



long distance carriers in the event that no other eligible telecommunications carrier is providing equal access within the designated Service Area.

#### D. The ETC Designation Is Consistent with Recent Commission Precedent.

The Commission's most recent wireless ETC order, *TracFone Wireless*, Decision No. 72222 (March 9, 2011) granted an ETC designation subject to the following conditions:

- 1. [The Company] shall evaluate providing Lifeline customers free access to Customer Service from [the Company's] handsets;
- 2. [The Company] shall evaluate offering a rate no more than \$0.10 per minute for additional minutes;
- 3. [The Company] shall file a tariff with the Commission, setting forth the rates, terms, and conditions for its Lifeline service within thirty (30) days of a Commission Order in this matter;
- 4. [The Company] shall notify the Commission of any future changes to its rates, terms and/or conditions regarding its Lifeline offerings and file such charges in its tariff and amend its tariff in compliance with A.R.S. § 40-367;
- 5. [The Company] shall make available Lifeline services to qualifying low-income applicants in its ETC Service Area no later than ninety (90) days after the effective date of this decision and concurrently to notify the Utilities Division Director, by making a filing in Docket Control, of the commencement for such services;
- 6. [The Company] shall apprise the Commission of customer complaints that may arise from its ETC service offerings by making a filing in Docket Control; [the Company] shall provide a regulatory contact to the Commission's Consumer Services Division;



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7. In the event that [the Company] requests to relinquish its ETC status and no longer provides Lifeline services, it must provide notice to both the Commission and its customers. Such notices shall be in accordance with A.A.C. R14-2-1107;

- 8. [The Company] shall submit an annual report by April 15 of each year, beginning April 15, 2011, that contains its total number of Lifeline subscribers, total amount of Federal USF support received and an affidavit stating the Lifeline discounts or the equivalent are equal to the amount of total federal USF support per line. The annual filing shall be submitted as a compliance item in this docket; and
- 9. That [the Company] submit a quarterly report detailing the total number of Lifeline customers, the total number of customers removed from the customer base due to 60-day inactivity, the number of customers removed from the customer base due to annual verification, and the total number of customers who voluntarily relinquished Lifeline service. The quarterly report should be submitted as a compliance item in this docket on the 15 of the month following the end of the quarter.

Decision No. 72222 at p.8. Budget is willing to agree to these conditions in this case. In fact, Budget is already in compliance with Conditions #1 and #2 above with respect to its planned service offerings, as discussed further in § III.A.2 below.

# III. DESIGNATION OF BUDGET AS A WIRELESS ETC WILL PROMOTE THE PUBLIC INTEREST

#### A. Benefits To Customers

Although "Congress did not establish specific criteria to be applied under the public interest test," 26 the FCC has stated that "the public interest benefits of a particular ETC

<sup>&</sup>lt;sup>26</sup> ETC Order at ¶ 40.



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designation" should be analyzed in a manner consistent with the Act's purposes, including the "goals of preserving and advancing universal service, ensuring the availability of quality telecommunications at just, reasonable, and affordable rates, and promoting the deployment of advanced telecommunications and information services to all regions of the nation, including rural and high-cost areas."<sup>27</sup> Additionally, the FCC has established that "it will consider a variety of factors in the overall ETC determination, including the benefits of increased consumer choice, and the unique advantages and disadvantages of the competitor's service offering."<sup>28</sup> Pursuant to this requirement, Budget offers the following information, which demonstrates that its designation as a wireless ETC promotes the public interest, convenience, and necessity by increasing consumer choice and providing a unique service.

#### 1. **Increased Consumer Choice**

It is widely recognized that the U.S. economy is still struggling to recover from the recent downturn, a downturn that hit Arizona especially hard. In light of Arizona's stillhigh unemployment rate—9.4% in July 2011<sup>29</sup>—Budget believes that many Arizona residents could benefit from the low-income wireless Lifeline and Link-Up services that Budget proposes to offer. In fact, the Universal Service Administrative Company estimates that in 2010 the rate of participation in the Lifeline program in Arizona was only 10 to 20 percent of eligible households. 30 Clearly, Arizona's low-income residents are currently underserved in terms of affordable wireless options. Budget's proposed service offering will help to fill this gap. Consumers today consider wireless service a necessity of modern life rather than a luxury. Access to the wireless service provided by Budget will enable financially struggling Arizonans to remain connected with family members,

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ETC Order at ¶ 41.
U.S. Bureau of Labor Statistics, <a href="http://www.bls.gov/lau/">http://www.bls.gov/lau/</a> (last visited Aug. 29, 2011)
Universal Service Administrative Company, <a href="http://www.usac.org/li/about/participation-">http://www.usac.org/li/about/participation-</a> rate-information.aspx (last visited Aug. 29, 2011).



facilitate efforts to locate employment, and ease the tasks of daily life in a complex society.

Additionally, designating Budget as a wireless ETC will incentivize other carriers in the same area to improve their existing networks and service offerings in order to remain competitive, leading to improved customer services and increased options. This will increase the availability of quality services at "just, reasonable, and affordable" rates as envisioned by the Act.<sup>31</sup>

### 2. Unique Advantages of Budget's Service Offering

The services Budget proposes to offer will provide a unique, affordable, and convenient wireless option for Arizona's low income population. The public interest benefits associated with the Company's wireless service include larger local calling areas (as compared to traditional wireline carriers), and the convenience, security and mobility afforded by mobile telephone service. Further, Budget's offerings provide the opportunity for customers to select from different options ranging from a high value wireless plan that provides unlimited local and domestic long distance and texting to a free plan that includes 250 calling minutes. The ability of the customer to select between prepaid offerings that include unlimited local and domestic calling or limited-minute plans removes the risk of any customer becoming burdened with large and unexpected toll charges and unexpected overage charges. Additionally, wireless service greatly benefits consumers whose lifestyles involve commuting or travel.

Budget's unique prepaid options are designed to provide consumers who, due to credit or deposit requirements, may not be able to obtain the safety and convenience of telephone service from traditional providers, and a Budget customer is never obligated for

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<sup>&</sup>lt;sup>31</sup> See 47 U.S.C. § 254(b)(1). Note also that the FCC has recognized that designation of additional low-income-only ETC providers would have a minimal effect on the Universal Service Fund and any increase in the size of the fund would be outweighed by the benefit of increasing participation in the Lifeline and Link-Up programs. See Petition of TracFone Wireless, Inc. for Forbearance from 47 U.S.C. § 214(e)(1)(A) and 47 C.F.R. § 54.201(i), CC Docket No. 96-45, 20 FCC Rcd 15095 (2005), at ¶ 17.



more than 30 days. Unlike those of many wireless providers, as indicated above, one of Budget's service offerings is a high value wireless service that includes unlimited local and domestic long distance calling, unlimited text messaging, caller ID, call waiting and voicemail, all without the requisite credit check, deposit, and contract requirements of the more traditional wireline and wireless service providers. Also, through the Link-Up program, Budget will be able to provide consumers with a reduction in the cost of fees associated with the connection of service. Because Budget's service is provided with no credit check, deposit requirement, minimum service periods, or early termination fees, the service will be an attractive and affordable alternative to qualified low-income consumers without regard to age, residency, or creditworthiness.

Wireless ETC designation in Arizona would enable Budget to offer appealing and affordable service offerings to low-income Arizona customers to ensure that they are able to afford wireless services on a consistent and uninterrupted basis. Prepaid wireless services have become essential for lower-income customers, providing them with value for their money, access to emergency services on wireless devices, and a reliable means of contact for prospective employers, social service agencies, or dependents. Providing Budget with the authority necessary to offer discounted Lifeline and Link-Up services to those most in danger of losing wireless service altogether promotes the public interest.

The wireless service offered by Budget will provide consumers with a convenient and affordable alternative to traditional telecommunications service that can be used while at home and away from home. Because of these benefits, Budget expects that many qualified consumers will select the wireless Lifeline and Link-Up services, described below, in lieu of the more traditional wireline or wireless services.

### Lifeline Service

Throughout its designated Service Area (excluding tribal areas), Budget will offer the following two wireless prepaid federal USF offerings: the Unlimited Talk and Text Plan, and the Free 250 Plan. A summary of each is provided below:

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<u>Unlimited Talk and Text</u>: This prepaid service provides unlimited local and domestic long distance calling, unlimited texting, caller ID, call waiting and voicemail. Customers can add international long distance at \$5.00 intervals and data/pic packages for \$15.00. Customers will receive a free handset or can purchase an upgraded handset from Budget. Service payments will be made at participating Budget agent retail outlets frequented by low-income customers through the designated Service Area.

Unlimited Talk and Text Plan Minimum Lifeline Credit \$45.50 (\$13.50)<sup>32</sup>

Unlimited Talk and Text Lifeline Price

\$32.00

Free 250 Plan: This prepaid service provides 250 minutes of local and domestic long distance calling, caller ID, call waiting and basic voicemail. Customers will receive a free handset or they can purchase an upgraded handset from Budget. Customers can add additional airtime in denominations and at the rates indicated below. Customers can purchase international long distance at \$5.00 intervals, data/pic packages at \$15.00, and unlimited texting at \$10.00. Service payments will be made at participating Budget agent retail outlets frequented by low income customers throughout the designated Service Area.

250 Minute Plan Minimum Lifeline Credit \$25.00 (\$25.00)<sup>33</sup>

Free 250 Lifeline Plan

Free

Budget will provide support above the \$3.50 Tier 3 level at its own expense to ensure that Lifeline customers have the opportunity to obtain 250 free minutes.

<sup>&</sup>lt;sup>32</sup> Because Tier 1 support levels in some areas of Arizona are below \$6.50, Budget will provide the additional discount necessary to reach \$6.50. Budget will provide Tier 3 support at a level above \$3.50 at its own expense in these areas in order to receive the full \$1.75 Tier 3 support.



Additional minutes

\$5.00 -50 minutes \$10.00-100 minutes \$15.00-150 minutes

<u>Tribal Plans:</u> To the extent that the requested Service Area encompasses any tribal areas, Budget will offer the following plans and pricing structures in those areas.

Unlimited Talk and Text Plan	\$45.50
Minimum Tribal Lifeline Credit	$(\$38.50)^{34}$

# Unlimited Talk and Text \$7.00 Tribal Lifeline Price

Free 500 Lifeline Plan \$1.00

Additional minutes \$5.00 -50 minutes \$10.00-100 minutes \$15.00-150 minutes

The Unlimited Talk and Text Plan offered in tribal areas will share the same features as that offered in non-tribal areas, including unlimited local and domestic long distance calling, unlimited texting, caller ID, call waiting and voicemail. Tribal customers can add international long distance at \$5.00 intervals and data/pic packages for \$15.00. Tribal customers will receive a free handset or can purchase an upgraded handset from Budget and may make service payments at participating Budget agent retail outlets throughout the designated Service Area.

<sup>34</sup> Because Tier 1 support levels in some areas of Arizona are below \$6.50, Budget will provide the additional discount necessary to reach \$6.50. Budget will provide Tier 3 support at a level above \$3.50 at its own expense in these areas in order to receive the full \$1.75 Tier 3 support.

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The Free 500 Plan provides 500 minutes of local and domestic long distance calling, caller ID, call waiting and basic voicemail to eligible residents of tribal lands for the nominal charge of \$1.00. Tribal customers will receive a free handset or they can purchase an upgraded handset from Budget. Tribal customers can add additional airtime in denominations and at the rates indicated above. Customers can also purchase international long distance at \$5.00 intervals and data/pic packages for \$15.00. Service payments will be made at participating Budget agent retail outlets frequented by low income customers throughout the designated Service Area.

#### Link-Up Service

Assistance under the Link-Up program is in the form of a "reduction in the carrier's" customary charge for commencing telecommunications service for a single telecommunications connection" and "shall be half of the customary charge or \$30.00, whichever is less."35 For non-tribal areas, consistent with FCC requirements, Budget will use Link-Up support to reduce by half the Company's "customary charge for commencing service" for eligible residents. As Budget's Service Activation Fee is \$60.00, non-tribal Link-Up customers receive a \$30 credit towards this fee. The remaining \$30, for both Lifeline and non-Lifeline customers, is spread out over the next 12 months at \$2.50 per month.<sup>36</sup> In addition, qualifying non-tribal subscribers will have the option of deferring the reduced activation charge over a twelve-month period with no interest, thus allowing subscribers to obtain service without being required to pay any up-front fees to activate service with Budget.

For tribal areas, to the extent any are encompassed within the requested Service Area, Budget will use Link-Up support to reduce the Service Activation Fee to \$0.00.

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See 47 C.F.R. § 54.411(a)(1).

Additionally, both Lifeline and non-Lifeline customers receive retention credits in the amount of \$2.50 per month for each month that they remain a customer. These credits go to offset the remaining Service Activation fee for the first twelve months. After that, the customer can use the retention credit in the month after it is earned to purchase additional service not included in the selected plan (e.g., additional minutes, data packages, etc.). The retention credits cannot be banked or transferred.



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#### Calling Card Service

Budget will not offer calling card service to its customers at this time.

#### **B.** Other Public Interest Benefits

Budget will make the following voluntary commitments to combat the potential for waste, fraud and abuse with respect to its provision of Lifeline services in Arizona:

- Budget will implement a 60-day inactivity policy. Under this policy, if no usage appears on a Budget prepaid Lifeline customer's account during any continuous 60-day period, Budget will promptly notify the customer that the customer is no longer eligible for Budget Lifeline service subject to a 30-day grace period. During the 30-day grace period, the customer's account will remain active, but Budget will engage in outreach efforts to determine whether the customer desires to remain on Budget Lifeline service. If the prepaid customer's account does not show any customer-specific activity during the grace period (such as making or receiving a voice call, receiving or sending a text message, downloading data or adding money to the account), Budget will deactivate Lifeline services for that customer. In addition, the Company will not seek to recover a federal Universal Service Fund subsidy for the free minutes provided to the customer during the grace period or thereafter report that customer to USAC on its FCC Form 497.
- Budget will follow any established FCC or Commission procedures to comply with the "one-per-household rule" for Lifeline support. In addition, Budget will make available state-specific customer data, including name and address, to the Universal Service Administrative Company ("USAC") and to each state PSC where it operates for the purpose of permitting USAC or the PSC to determine whether an existing Budget Lifeline customer receives Lifeline service from another carrier. Budget will promptly investigate any notification that it receives from USAC or the state PSC that one of its customers already receives Lifeline service from another carrier. Should the Company's investigation conclude that the customer receives Lifeline services from another carrier in violation of the Commission's regulations, or if otherwise directed by USAC or the state PSC, Budget will immediately notify the customer and no longer report that customer on USAC Form 497.
- Budget will: (1) provide its Lifeline customers with 911 and E911 access regardless of activation status (if it provides the customer with prepaid service) or availability of prepaid minutes; (2) provide E911-compliant handsets to all of its Lifeline customers; and (3) replace, at no charge to a customer, any non-compliant handset of an existing customer that obtains Lifeline-supported services with an E911-compliant handset.
- Budget will: (1) require each customer to self-certify at time of service activation and annually thereafter that he or she is the head of household and receives Lifeline-supported service only from Budget; (2) establish safeguards to prevent its customers from receiving multiple Lifeline subsidies at the same address; (3) deal directly with the customer to certify and verify the customer's Lifeline eligibility; and (4) certify that it is in full

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compliance with any applicable 911/E911 obligations, including obligations relating to the provision, and support, of 911 and E911 service for each state in which Budget is designated as an ETC.

- Budget will ensure that the penalty for perjury language is clearly stated on its Lifeline certification form, and it will track its Lifeline customer's primary residential address and prohibit more than one supported Budget service at each residential address. Additionally, Budget will maintain the customer's self-certification and provide the documentation to the Commission upon request.
- Budget will distribute its Lifeline service directly to its Lifeline customers.
  Customers may purchase handsets at retail stores, but Budget will deal
  directly with the customer to certify and verify the customer's Lifeline
  eligibility. When establishing initial and continued eligibility, Budget will
  have direct contact with the Lifeline customer.

# V. BUDGET WILL COMPLY WITH THE FEDERAL AND STATE LIFELINE AND LINK-UP CERTIFICATION, VERIFICATION AND OTHER ADMINISTRATIVE REQUIREMENTS

Sections 54.410 and 54.416 of the FCC's rules require ETCs to comply with the requirements of initial certification of eligibility and the verification of continued eligibility for participation in the Lifeline and Link-Up programs. Budget commits that it will certify and verify consumer eligibility in accordance with applicable FCC rules governing both certification and verification of Lifeline and Link-Up eligibility. Budget has developed a detailed compliance policy that includes the Company's procedures for initial certification of eligibility and the verification of continued eligibility for participation in these vital Low Income programs and will make these materials available to the Commission upon request.

Budget also agrees to ensure that its Lifeline and Link-Up programs comport with the applicable requirements of Commission Decision No. 67941 regarding eligibility, certification, verification, dispute resolution, recordkeeping, outreach, and other requirements for ETCs in Arizona.

#### VI. ANTI-DRUG ABUSE CERTIFICATION

No party to this Application is subject to denial of federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 862.

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# VII. RELIEF REQUESTED

Budget requests that the Commission expeditiously process its ETC Application so that it can quickly commence providing qualifying low-income Arizona customers with affordable USF-supported wireless services during these challenging economic times for all state residents. Designation of Budget as a wireless ETC would further competition for wireless Lifeline and Link-Up services and would offer low-income consumers an additional choice of providers for accessing telecommunications services, representing a significant step towards ensuring that all low-income consumers share in the many benefits associated with access to wireless services.

Based on the foregoing, Budget respectfully requests that the Commission:

- (1) Designate Budget as non-rural wireless eligible telecommunications carrier (ETC) for purposes of receiving federal universal service support for Lifeline and Link-Up services; and
  - (2) Order such other relief as may be appropriate.

RESPECTFULLY SUBMITTED this 29th day of September, 2011.

LEWIS AND ROCA LLP

Thomas H. Campbell Alana C. Hake 40 North Central Avenue Phoenix, AZ 85004 602-262-5736 ahake@lrlaw.com

Attorneys for Budget PrePay, Inc. d/b/a Budget Phone, Inc.

ORIGINAL and thirteen (13) copies of the foregoing filed this 29th day of September, 2011, with:



	LAWIERS
1 2	The Arizona Corporation Commission Utilities Division – Docket Control 1200 W. Washington Street Phoenix, Arizona 85007
3	
4	Copy of the foregoing hand-delivered this 29th day of September, 2011, to:
5 6 7	Steve Olea, Director Utilities Division Arizona Corporation Commission 1200 W. Washington Street
8	Phoenix, Arizona 85007
9	Janice Alward, Chief Counsel Legal Department
10	Arizona Corporation Commission 1200 W. Washington Street Phoenix, Arizona 85007
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12	Lyn Farmer, Chief Administrative Law Judge Arizona Corporation Commission 1200 W. Washington Street
13	Phoenix, Arizona 85007
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# Verification

STATE OF LOUISIANA ) ss. PARISH OF BOSSIER\_\_\_ )

1. I, David Donahue, am the CFO of Budget Prepay, Inc, a Louisiana
corporation, with its principal place of business at 1325 Barksdale Boulevard,
Bossier City, Louisiana 71111.
2. I have read Budget's Application for Designation As
A Non-Rural Wireless Eligible Telecommunications Carrier in the State of Arizona.
I certify that the facts stated in the above Application are true and accurate to the best
of my knowledge and belief.
3. I declare under penalty of perjury that the foregoing is true and correct
to the best of my knowledge.
Subscribed and sworn to before me thisday of, 2011.
Notary Public
My Commission Expires:  My Commission Expires:  Bossier Parish State of Louisiana Commission Is For Life

# EXHIBIT 1 ARTICLES OF INCORPORATION



SECRETARY OF STATE

As Secretary of State, of the State of Louisiana, I do hereby Certify that

BUDGET PHONE, INC.

A LOUISIANA corporation domiciled at SHREVEPORT,

Filed charter and qualified to do business in this State on May 01, 1996,

I further certify that the records of this Office indicate the corporation has paid all fees due the Secretary of State, and so far as the Office of the Secretary of State is concerned is in good standing and is authorized to do business in this State.

I further certify that this Certificate is not intended to reflect the financial condition of this corporation since this information is not available from the records of this Office.

In testimony whereof, I have hereunto set my hand and caused the Seal of my Office to be affixed at the City of Baton Rouge on,

CLO 34525907D State

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SECRETARY OF STATE

As Secretary of State, of the State of Louisiana. I do hereby Certify that

the Articles of Incorporation of

BUDGET PHONE, INC.

Domiciled at SHREVEPORT, LOUISIANA,

Were filed in this Office and a Certificate of Incorporation was issued on May 01, 1996,

I further certify that no Certificate of Dissolution has been issued.

In lestimony whereof, I have hereunto set my hand and caused the Seal of my Office to be affixed at the City of Baton Rouge on,

odtober 19, 1998

CBU Secretary of State



#### ARTICLES OF INCORPORATION

OF

#### BUDGET PHONE, INC.

STATE OF LOUISIANA
PARISH OF CADDO

BE IT KNOWN, on this 30th day of April, 1996, before me, the undersigned Notary Public, personally came and appeared JOHN M. FRAZIER, person of the full age of majority and a resident of Caddo Parish, Louisiana, who declared to me, in the presence of the undersigned competent witnesses, that, availing himself of the provisions of the Louisiana Business Corporations Law (Title 12, Chapter 1, Louisiana Revised Statutes of 1950, as revised and codified by Act 105 of 1968, Legislature of Louisiana, as amended from time to time), do hereby organize BUDGET PHONE, INC., successors and assigns, into a corporation in pursuance of that law, under and in accordance with the following articles of incorporation.

#### ARTICLE I. NAME

The name of this corporation is BUDGET PHONE, INC.

#### ARTICLE II. OBJECTS AND PURPOSES

The objects and purposes for which this corporation is organized and the nature of the business to be carried on by it are stated and declared to be as follows:

To enter into any business lawful under the laws of the State of Louisiana, either for its own account, or for the account of others, as agent, and either as agent or principal, to enter into or engage in any kind of business of any nature whatsoever, in which corporations organized under the Louisiana Business Corporations Law may engage; and to the extent not prohibited, to enter into and engage in any kind of business of any nature whatsoever in any other state of the United States of America, any foreign nation, and any territory of any country to the extent permitted by the laws of such other state, nation or territory.

#### ARTICLE III. DURATION

The duration of this corporation shall be in perpetuity, or such maximum period as may be authorized by the laws of Louisiana.

#### ARTICLE IV. AUTHORIZED CAPITAL

- A. The total authorized capital stock of this corporation is 10,000 shares of no par value common stock.
  - B. Shareholders shall have pre-emptive rights.

#### ARTICLE V. DIRECTORS

- A. Unless and until otherwise provided in the by-laws, all of the corporate powers of this corporation shall be vested in, and all of the business and affairs of this corporation shall be managed by a board of not less than one nor more than three directors. The number of directors may be increased or decreased within the limits above provided by a majority vote of the directors.
- B. The Board of Directors shall have the authority to make and alter by-laws, including the right to make and alter by-laws fixing their qualifications, classifications, or terms of office, or fixing or increasing their compensation, subject to the power of the shareholders to change or repeal the by-laws so made.
- C. The Board shall further have the authority to exercise all such other powers and to do all such other lawful acts and things which this corporation or its shareholders might do, unless prohibited from so doing by applicable law, or by the articles of incorporation, or by the by-laws of the corporation.
- D. The general annual meeting of the stockholders for the election of Board shall be held within five months from the close of the Corporation's fiscal year unless and until otherwise provided in the By-Laws.
- E. The number, classification, qualifications, term of office, manner of election, time and place of meeting, whether within or outside the State of Louisiana, and the powers and duties

of the directors, may from time to time be fixed, changed, increased or reduced by the by-laws.

- F. Until otherwise provided in the by-laws, any director absent from a meeting may be represented by any other director, who may cast the vote of the absent director according to the written instructions, general or special, of the absent director according to the written instructions, general or special, of the absent director, filed with the Secretary.
- G. Upon the written request of stockholders holding a majority of the voting stock of this corporation issued and outstanding, any member of the Board of Directors of this corporation, whether or not his term of office shall have expired, may be replaced by a director designated by such stockholder in writing, at any time.

#### ARTICLE VI. INCORPORATOR

The name and post office address of the incorporator is as follows:

John M. Frazier Peatross, Greer and Frazier P. O. Box 404 Shreveport, LA 71162-0404

#### ARTICLE VII. PURCHASE AND REDEMPTION OF SHARES

The corporation may purchase or redeem its own shares in the manner and on the conditions permitted and provided in Section 55 of the Business Corporations Law or other applicable law, and as

may be authorized by the Board of Directors. Shares so purchased shall be considered treasury shares, and may be cancelled and the capital stock reduced, as the Board of Directors may, from time to time, determine in accordance with law.

#### ARTICLE VIII. CONVERTIBLE SECURITIES AND STOCK PURCHASE RIGHTS

The corporation may issue convertible securities and rights to convert shares or obligations of the corporation into shares of any authorized class of stock, and the right or option to purchase shares of any authorized class of stock in the manner and on the conditions permitted and provided in Section 56 of the Business Corporations Law or other applicable law, and as may be authorized by the Board of Directors.

#### ARTICLE IX. CAPITAL SURPLUS AND DIVIDENDS

The Board of Directors shall have such power and authority with respect to capital, surplus and dividends, including allocation, increases, reduction, utilization, distribution and payment, as it permitted and provided in Sections 61, 62 and 63 of the Business Corporations Law or other applicable law.

#### ARTICLE X. AMENDMENTS TO ARTICLES OF INCORPORATION

Changes in the rights of holders of shares of any class shall be made by a majority vote or written consent, of the shareholders. given voting power by these articles; and in addition, by a majority vote or written consent, of the class or classes of shareholders affected, whether they are otherwise entitled to vote or not.

Any other amendment for which a larger vote is not specifically made mandatory by the Business Corporations Law of Louisiana, may be made upon the majority vote or written consent, of the shareholders entitled to vote under these articles, including an increase or reduction of capital stock.

#### ARTICLE XI. SALES AND OTHER TRANSFER OF STOCK

Restrictions against, and regulation of, the sale and any other transfer of stock in this corporation may be prescribed in the by-laws or by shareholder agreements as permitted and provided in Sections 29 and 58 of the Business Corporations Law of Louisiana, or other applicable law.

THUS DONE AND SIGNED at my office in the Parish and State aforesaid, on the day, month and year set forth above, in the presence of the undersigned competent witnesses and me, Notary, after due reading of the whole.

WITNESSES:

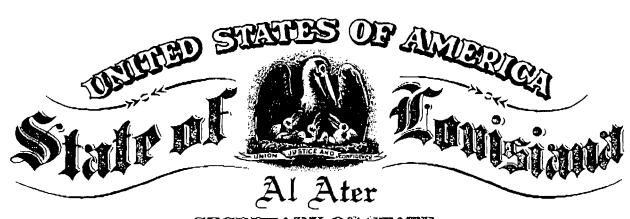
Brinda Chaker

INCORPORATOR:

JOHN M. FRAZIER

NOTARY PUBLIC in and for the Parish of Caddo, State of

Louisiana



SECRETARY OF STATE

As Secretary of State, of the State of Louisiana, I do hereby Certify that a copy of an Amendment to the Articles of Incorporation of

BUDGET PHONE, INC.

Domiciled at SHREVEPORT, LOUISIANA, changing the corporate name to

BUDGET PREPAY, INC.

Was filed and recorded in this Office on December 20, 2005.

Gary Loftin Caddo Parish Clerk of Court 2013866 12/28/2005 10:57 AM

In testimony whereof, I have hereunto set my hand and caused the Seal of my Office to be affixed at the City of Baton Rouge on, December 20, 2005

BBO 34525907D 36076956

Secretary of Plate



STATE OF LOUISIANA Office of the Sourceury of State

ARTICLES OF AMENDMENT

I hereby certify that this was true and correct copy, as taken from the original on die in this office. ARTICLES OF INCORPORATION CHANGING THE NAME OF BUDGET PHONE, INC.

TO

BUDGET PREPAY, INC.

17, 2005, the shareholders of Budget Phone, Inc., whose date of incorporation was April 30th, 1996, amended Article I. of the Articles of Incorporation to read as follows:

The name of this corporation is Budget PrePay, Inc."

Article X, of the Articles of Incorporation allows amendment of the Articles of Incorporation upon the majority vote or written consent of the shareholders entitled to vote. This corporation's total authorized capital stock is ten thousand (10,000) shares of no par value common stock, all of which are issued and outstanding and are entitled to vote. The foregoing amendment was adopted by the written consent of the holders of seven thousand (7,000) shares of this corporation's common stock, which constitutes a majority.

PHONE, INC.

STATE OF LOUISIANA PARISH OF CADDO

On December \_\_\_, 2005, before me personally appeared: R. DANIEL HYDE, M., to me personally known, who, being by me duly sworn, did say that he is the President of Budget Phone, Inc. (to be renamed Budget PrePay, Inc.), and that the foregoing instrument was signed by him in behalf of this corporation by authority of a majority of its shafeholders, and he acknowledged said instrument to be the free act and deed of this corporation.

day of December, 2005. SWORN TO AND SUBSCRIBED before me, Notary, this

John W. Frazier (Bar Roll # 5837)

(holder of 1,000 shares)

## WRITTEN CONSENT OF SHAREHOLDERS AND DIRECTORS

### OF

## BUDGET PHONE, INC.

The undersigned, being a majority of the shareholders and being all of the members of the Board of Directors of Budget Phone, Inc. (the "Corporation), pursuant to the provisions of La. R.S. 12:32, 12:76 and 12:81, hereby consent to the adoption of the following resolutions on behalf of the Corporation:

RESOLVED, that Article I. of the Articles of Incorporation of Budget Phone, Inc., be amended to read as follows:

۲°.

The name of this corporation is Budget PrePay, Inc."

RESOLVED, that in accordance with Article X. of the Corporation's Articles of Incorporation, the written consent of a majority of the holders of the Corporation's ten thousand (10,000) shares of authorized, issued and outstanding common stock shall be sufficient to approve this amendment to the Corporation's Articles of Incorporation.

RESOLVED, that R. Daniel Hyde, Jr., President, may appear before any Notary Public and execute a notarial act of amendment putting this amendment to the Articles of Incorporation into authentic form, and the said R. Daniel Hyde, Jr., President, is authorized to do any and all things necessary and proper to carry out this resolution and to fulfill the objects and purposes thereof.

SIGNED in Shreveport, Louisiana, this 17 day of December, 2005.

SHAREHOLDERS:

DIRECTORS:

R. DANIEL HYDE, JR.

(holder of 2,000 shares)

R. DANIEL HYDE, JR. as Distifructuary

Trustee (holder) of 2,000 shares)

R. DANIEL HYDE, III

(holder of 2,000 shares)

STEPHEN P HYDE

## CERTIFICATE

I, R. Daniel Hyde, III, Secretary of Budget Phone, Inc. (to be renamed Budget PrePay, Inc.), do hereby certify that R. Daniel Hyde, R. Daniel Hyde, III, and Stephen P. Hyde are holders of a majority of the 10,000 authorized, issued and outstanding shares of the Corporation's common stock, that they are the only members of the Board of Directors of Budget Phone, Inc., and that the above resolutions are in full force and effect as of the date set forth below and have not been rescinded or modified in any manner.

Witness my signature and the seal of said corporation at Shreveport, Louisiana, this 17 of December, 2005.

DANIEL HYDE, III, SECRETARY

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## EXHIBIT 2 AUTHORITY TO TRANSACT BUSINESS

Include City, State and Zip code

AZ CORPORATION COMMISSION

602-542-3414

FILED , OO NOT PUBLISH APPLICATION FOR AUTHORITY THIS SECTION TO TRANSACT BUSINESS L. The corporate thans must contain a sorpurate ending FILE IN ARIZONA NO.F-1008266-8 which may be Budget Phone, Inc. The name of the corporation is: LETTERSTALLOIL A(n) Louisiana Www. Corporation Conspany, (State, Province or Country) "limucal" ne to Teatrogreen aborevention of any We are a foreign corporation applying for authority to transact business in the state of of these words, If yo Artzona are the holder or assumer of a We are a foreign corporation currently authorized to transact business in Arizona and trademagnic or must now file this Application for New Authority pursuant to A R S § 10 1504 herause tredemask, amuch we have changed the following in our domicile jurisdiction: Declaration of Our actual corporate name for the name under which we originally obtained Leadename Holder see Nyourname authority in Arizona) . nor an arlable for The period of our duration use es Anzona, you If The state, province or country of our incorporation am tadoge 1 licinius name and The exact name of the foreign corporation is: emitide a resolution Budget PrePay, Inc. aloping the name. which nust be executed by the if the exact name of the foreign corporation is not available for use in this state, then the corporation Scoreins fictitious name adopted for use by the corporation in Arizona is: (FN) The name of the state, province or country in which the foreign corporation is uncorporated is Louisiana May 1, 1996 The foreign corporation was incorporated on the Perpotual 19\_\_\_ and the period of its duration is. 3. You must provide the total duration in years for which your The street address of the principal office of the fundign corporation in the state, province Cabbatatrott mad or country of its incorporation is: formed to endure 11' perpetual auccession, 1325 Barksdale Blvd., Ste. 200, Bossier City, LA 71111 wandscare to this restants. Do not leave Harik, or state not applicable The name and street address of the statutory agent for the foreign corporation in 5. The sixtmory Acizona is: mant address samply be a PO Box ft TCS Corporate Services, Inc. man he a physical 815 North First Avenue, Ste. #4, Phoenix, AZ 85003 aldress of Annona



THIS SECTION	IF DIFFERENT from the street address of the statutory agent is:
5.b. Indicate to which address the Annual Report should be mailed, 6. If the purpose of your conporation has any luminations with regard to this section, so indicate. If not extend no limitations.	5 b The Annual Report and general correspondence should be mailed to the address specified above in section 4 × or 5a.  The purpose of the corporation is to engage in any and all lawful business in which corporations may engage in the state, province or country under whose law the foreign corporation is incorporated, with the following limitations if any:  None
	7 The names and usual business addresses of the current directors and officers of the foreign corporation are: (Attach additional sheets if necessary.)  See Attached List
Name	See Affached List [title]
Address	
City, State, Zip:	
Name:	title]
Address:	
City, State, Zip	
Name:	
Address.	
Lay, State, Zap.	
The total number of enthonized Shares career or	8. The foreign corporation is authorized to issue 10,000 shares, itemized as follows: (Attach additional sheets if necessary.)
"A" Include	10,000 shares of Common [class or series] stock at
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	shares of [class or series] stock at
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## Budget PrePay, Inc.

## Officers.

R. Daniel Hyde, Jr.

Tony Cason

R. Daniel Hyde, III

Stephen Hyde

President

**Manager of Operations** 

Secretary

Regional Sales Manager

## Directors

R. Daniel Hyde, Jr. Tony Cason R. Daniel Hyde, III Stephen Hyde

All the above referenced Officers & Directors can be reached at: 1325 Barksdale Blvd., Bossier City, Louisiana 71111

DO NOT PUBLISH 9. THIS SECTION

9. The untal number of issued shares cannot be "N/A".

The Application must be accompanied by the following: A Certificate of Disclosure, concurred within 30 days of delivery to the Commission, by a duly sulfurized officer

Attach a certified copy of your activies of incorporation, all bre standards mergers (AZ Const. Am XIV. 58) and a certificate of existence of document of similar import duly AC anthemicated (within 60 days) by The the official baving custody of corporate records in the state. province of country under whose land we are incorporated.

The agent may consent to the appointment by eliher executing the consent, attaching a cover letter, or if paying by check. executing the check.

CF:0024 Rev. 498

The foreig	n corporation has is:	saed 1,000	sbares, itemized as follows:
1,000	shares of	Common	[class or series] stock at
No Per Val			per share.
	shares of		(class or saries) stock at
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	s 15t day of F	brary	, 2606
Executed by	- Page 1.27 / 1 / 2 / 1	1	
	R. Deniel Hyde,	Pre	esident
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	(optional)	[optio	MAD)
		Y STATUTORY AGE	NT enk as statutory agent of this corporation

Signature

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# EXHIBIT 3 NON-RURAL WIRE CENTERS

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	SCDLAZSH	QWEST CORPORATION
SCOTTSDALE PHOENIX METROPOLITAN	SCDLAZMA	QWEST CORPORATION
PAYSON	PYSNAZMA	QWEST CORPORATION
PATAGONIA NOGALES	PTGNAZMA	QWEST CORPORATION
	PTGNAZEL	QWEST CORPORATION
PHOEN	PRVYAZPP	QWEST CORPORATION
	PRSCAZMA	
PRESCOTT PRESCOT	PRSCAZEA	QWEST CORPORATION
	PLMNAZMA	
PINE PAYSON	PINEAZMA	QWEST CORPORATION
PIMA	PIMAAZMA	QWEST CORPORATION
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Locality Exchange	Wirecenter	Company

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Wirecenter Locality Exchange	Exchange	Locality	Wirecenter	Company